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February 25, 2009

RECORDATION NO. 27821-B FILED

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

Ms. Anne K. Quinlan, Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

FEB 25 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: **BNSF Railway Company
Capital Lease Financing of Railroad Equipment
BNSF 2009-A**

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Lease Supplement No. 1 (BNSF 2009-A), effective as of February 26, 2009, between BNSF Railway Company, as lessee (the "*Lessee*") and BTMU Capital Corporation, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2009-A), effective as of February 26, 2009, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: BTMU Capital Corporation
111 Huntington Avenue, Suite 400
Boston, Massachusetts 02199
Attention: Senior Vice President-Portfolio Management

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of the following:

68 SD70ACe Locomotives within the series BNSF 9237 through BNSF 9304, inclusive; 80 ES44DC Locomotives within the series BNSF 7395 through BNSF 7474, inclusive; 223 53' (3-Well) Doublestack Cars within the series BNSF 254143 through BNSF 254366; 148 AutoMax II Cars within the

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series AOK 502221 through AOK 502566; and 234 Covered Hopper Cars within the series BNSF 487942 through BNSF 488176, all as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2009-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:kk
Enclosures

EXHIBIT A**UNITS**

EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
SD70ACe Locomotives	68	BNSF 9237 through BNSF 9304, inclusive
ES44DC Locomotives	80	BNSF 7395 through BNSF 7474, inclusive
53' (3-Well) Doublestack Cars	223	BNSF 254143 through BNSF 254194, inclusive; BNSF 254196 through BNSF 254366, inclusive
AutoMax II Cars	148	AOK 502221 AOK 502228 AOK 502233 through AOK 502236 inclusive; AOK 502241 AOK 502245 through AOK 502249 inclusive; AOK 502252 through AOK 502258 inclusive; AOK 502260 through AOK 502261 inclusive; AOK 502355 through AOK 502388 inclusive; AOK 502464 through AOK 502509 inclusive; AOK 502511 through AOK 502554 inclusive; AOK 502556 AOK 502564 AOK 502566
Covered Hopper Cars	234	BNSF 487942 through BNSF 488118, inclusive; BNSF 488120 through BNSF 488176, inclusive

FEB 25 '09

-8 00 AM

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2009-A)**

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1 (BNSF 2009-A), effective as of February 26, 2009, by and between BTMU Capital Corporation, a Delaware corporation, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:



1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2009-A), dated as of February 2, 2009 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2009-A), dated February 26, 2009, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By  
Name: CHERYL A. BEHAN
Title: Senior Vice President

Executed on this 20th day of February, 2009.

BNSF RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of February, 2009.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By _____
Name:
Title:

Executed on this ____ day of February, 2009.

BNSF RAILWAY COMPANY

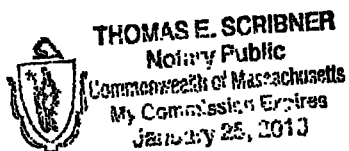
By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 20th day of February, 2009.

STATE OF Massachusetts)
) SS.:
COUNTY OF Suffolk)

On this, the 20th day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Behan, who being by me duly sworn, says that (s)he is the Senior Vice President of BTMU CAPITAL CORPORATION, that said instrument was signed on February 00, 2009, on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]
Name: _____
Notary Public
My Commission Expires: _____
Residing in Sharon MA

(SEAL)

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this ____ day of February, 2009, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on February ____, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of BTMU CAPITAL CORPORATION, that said instrument was signed on February ___, 2009, on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

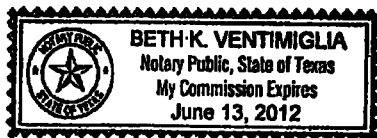
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this 20th day of February, 2009, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on February 20, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Beth K. Ventimiglia
Name: Beth K. Ventimiglia
Notary Public
My Commission Expires: 6/13/2012
Residing in Fort Worth

EXHIBIT A**UNITS**

EQUIPMENT DESCRIPTION	QUANTITY	REPORTING MARKS
SD70ACe Locomotives	68	BNSF 9237 through BNSF 9304, inclusive
ES44DC Locomotives	80	BNSF 7395 through BNSF 7474, inclusive
53' (3-Well) Doublestack Cars	223	BNSF 254143 through BNSF 254194, inclusive; BNSF 254196 through BNSF 254366, inclusive
AutoMax II Cars	148	AOK 502221 AOK 502228 AOK 502233 through AOK 502236 inclusive; AOK 502241 AOK 502245 through AOK 502249 inclusive; AOK 502252 through AOK 502258 inclusive; AOK 502260 through AOK 502261 inclusive; AOK 502355 through AOK 502388 inclusive; AOK 502464 through AOK 502509 inclusive; AOK 502511 through AOK 502554 inclusive; AOK 502556 AOK 502564 AOK 502566
Covered Hopper Cars	234	BNSF 487942 through BNSF 488118, inclusive; BNSF 488120 through BNSF 488176, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/25/09



Robert W. Alvord